

4TH ANNUAL SPRING MEETING

CORPORATE GOVERNANCE AND ETHICS



PRESENTED BY THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA
IN CONJUNCTION WITH THE AMERICAN BAR ASSOCIATION SECTION OF
BUSINESS LAW'S ANNUAL SPRING MEETING

APRIL 3-6, 2003

PARK HYATT LOS ANGELES (CENTURY CITY)
2151 AVENUE OF THE STARS
LOS ANGELES, CA 90067

4TH ANNUAL SPRING MEETING CORPORATE GOVERNANCE AND ETHICS

PRESENTED BY THE BUSINESS LAW SECTION
OF THE STATE BAR OF CALIFORNIA IN
CONJUNCTION WITH THE AMERICAN BAR
ASSOCIATION SECTION OF BUSINESS LAW'S
ANNUAL SPRING MEETING

An Opportunity To:

- * Attend Section Standing Committee Meetings
- * Enjoy Networking Opportunities and Social Events
- * Earn up to 11.25 Hours MCLE credit INCLUDING Legal Ethics, and Prevention, Detection and Treatment of Substance Abuse and Emotional Distress
- * Additional MCLE Hours available at the Spring Meeting Audio Clinic
- * Emphasis on Corporate Governance and Ethics

Special Thanks and Recognition
to the Following for Their
Financial Support:

SPONSOR

Continuing Education of the Bar (CEB)

CONTRIBUTOR

The Franchise Law Team

*The State Bar of California and the Business Law
Section are State Bar of California Approved
MCLE Providers*

TICKETED EVENTS AND NETWORKING OPPORTUNITIES

THURSDAY, APRIL 3, 2003

6:00p.m. - 7:30p.m.

Welcome Reception

(Sponsored by the American Bar Association Section of Business Law)

Join the members of the ABA's Business Law Section on the beautiful Century Plaza Terrace for a "breath of fresh air with your colleagues and friends". This event is complimentary to all PAID attendees. Please remember to wear your badge.

FRIDAY, APRIL 4, 2003

12:00Noon - 1:30p.m.

Networking Luncheon

Meet with colleagues and speakers and begin a productive Spring Meeting experience. Please confirm your attendance by checking the appropriate box on the registration form.

This event is complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.

6:00p.m. - 7:30p.m.

Cocktail Reception for All Attendees

Join old, new and prospective members of both the Business Law Section and learn what services the Section provides to members and how you can get involved. Complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.

SATURDAY, APRIL 5, 2003

7:00a.m. - 8:00a.m.

Continental Breakfast

Complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.

12:15p.m. - 1:30p.m.

Luncheon Program

Tickets: \$30 per person

(1 Hour Prevention, Detection and Treatment of Substance Abuse and Emotional Distress Credit)

Thriving: Coping Successfully with the Stress of Legal Practice

Richard P. Carlton, MPH, Deputy Director, Lawyer Assistance Program, The State Bar of California, San Francisco, CA

Please confirm your attendance by checking the appropriate box on the registration form.

5:00p.m. - 7:00p.m.

Cocktail Reception for All Attendees

Complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.

SUNDAY, APRIL 6, 2003

7:30a.m. - 8:30a.m.

Continental Breakfast

Complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.

STATE BAR BUSINESS LAW SECTION OPPORTUNITIES

Refer to program descriptions for additional information

Thursday, April 3, 2003

2:30p.m. - 6:00p.m.	Registration
3:00p.m. - 6:00p.m.	Business Law Section Executive Committee Meeting
6:00p.m. - 7:30p.m.	Welcome Reception sponsored by the American Bar Association's Section on Business Law

Friday, April 4, 2003

9:00a.m. - 5:00p.m.	Registration & Exhibits
9:30a.m. - 12:30p.m.	Health Law Committee Meeting
10:15a.m. - 12:15p.m.	Corporate Law Departments Committee Meeting Franchise Law Committee Meeting
10:15a.m. - 1:15p.m.	Corporations Committee Meeting Insolvency Law Committee Meeting Partnerships & Limited Liability Companies Committee Meeting
12:00noon - 1:15p.m.	Networking Luncheon
1:45p.m. - 3:00p.m.	Alternative Dispute Resolution Committee Meeting Cyberspace Law Committee Meeting Financial Institutions Committee Meeting Insurance Law Committee Meeting
2:30p.m. - 4:30p.m.	CLE Forum: Business Law Pro Bono & Public Service: Setting up a Model Program and Adding to the Bottom Line (Sponsored by the Pro Bono Committee of the ABA Business Law Section)
3:15p.m. - 4:15p.m.	Non-Profit Organizations Committee Meeting Uniform Commercial Code Committee Meeting (13) MCLE: Your Client Wants to be a Franchisor or Franchisee - What Do You Do Now? (14) MCLE: Health Care in the News: Legal Violation or Feeding Frenzy?
6:00p.m. - 7:30p.m.	Cocktail Reception for All Attendees (BLS and ABA) Complimentary hors d'oeuvres and no-host Cocktails

Saturday, April 5, 2003

7:00a.m. - 8:00a.m.	Continental Breakfast
7:00a.m. - 5:00p.m.	Registration & Exhibits
8:00a.m. - 10:00a.m.	(17) MCLE: Hot Spots for Corporate Internet Liability (18) MCLE: Drafting Arbitration Clauses (19) MCLE: Fiduciary Duties in Partnerships and LLCs and How to Waive Them
9:00a.m. - 10:00a.m.	(20) MCLE: Ethics of Income or Non-Equity Partners
10:15a.m. - 12:15p.m.	(21) MCLE: Keep to the Straight and Narrow: Walking the Ethical Path through Bankruptcy (22) MCLE: Ethical and Practical Considerations in Preparing Opinions Under Revised Article 9 of the Uniform Commercial Code (23) MCLE: Ethical Issues of In House Counsel (24) MCLE: Recent Developments in Corporate Governance for the California Lawyer

12:15p.m. - 1:30p.m.	(25) Luncheon Program Thriving: Coping Successfully with the Stress of Legal Practice (27) MCLE: The SEC's Attorney Conduct Rule Under the Sarbanes- Oxley Act of 2002
1:45p.m. - 3:45p.m.	(28) MCLE: Providing a California Perspective on Financial Privacy
1:45p.m. - 4:15p.m.	(29) MCLE: Foreign Corporations Doing Business in California: The Impact of California's Psuedo Foreign Corporation Statute and California's New Corporate Disclosure Law
2:00p.m. - 3:45p.m.	(32) MCLE: Insurance Company Insolvency: What Does it Really Mean to the Policy Holder and Creditor?
3:15p.m. - 4:15p.m.	(30) MCLE: Effects of Bankruptcy on Insurance Coverage (31) MCLE: Is There an Ethical Duty to Advise Transactional Clients Regarding ADR Provisions?
5:00p.m. - 7:00p.m.	Cocktail Reception for All Attendees (BLS and ABA) Complimentary hors d'oeuvres and no-host Cocktails

Sunday, April 6, 2003

7:00a.m. - 8:00a.m.	Continental Breakfast
7:30a.m. - 12:15p.m.	Registration & Exhibits
10:15a.m. - 12:15p.m.	(35) MCLE: Corporate Governance for Non-profits (36) Analyzing Financial Statements for the Not So Solvent Small Business

AMERICAN BAR ASSOCIATION SECTION OF BUSINESS LAW

This year we have coordinated our Section Spring Meeting to coincide with the Spring Meeting of the American Bar Association's Section of Business Law. The ABA's Business Law Spring Meeting will also be held in Century City, at the Century Plaza Hotel and the St. Regis Los Angeles Hotel, just a short walk from the Park Hyatt. We have planned reciprocal arrangements pursuant to which registrants at either Spring Meeting will be permitted to attend committee meetings, educational programs and social events sponsored by the other organization without paying a separate registration fee.

State Bar Spring Meeting attendees who are members of the ABA's Section on Business Law will be entitled to receive the program materials for up to (5) ABA CLE programs.

For additional information on the Spring Meeting of the American Bar Association's Section of Business Law, visit <http://www.abanet.org/buslaw/2003springmeeting>

MCLE

The State Bar of California and the Business Law Section are State Bar of California Approved MCLE Providers.

Courses in the Mandatory Subfields:

Prevention, Detection & Treatment of Substance Abuse/Emotional Distress: 25

Legal Ethics: 20, 21, 22, 23

AUDIO CLINIC

Visit the Spring Meeting Audio Tape Clinic to obtain additional credit hours during the following hours:

Friday, April 4	12:00Noon - 6:00p.m.
Saturday, April 5	8:00a.m. - 6:00p.m.
Sunday, April 6	8:30a.m. - 12:00Noon

THURSDAY, APRIL 3, 2003

2:30p.m. - 6:00p.m.	Registration
3:00p.m. - 6:00p.m.	Business Law Section Executive Committee Meeting
6:00p.m. - 7:30p.m.	Complimentary Welcome Reception sponsored by the American Bar Association's Section of Business Law

FRIDAY, APRIL 4, 2003

9:00a.m. - 5:00p.m.	Registration & Exhibits
9:30a.m. - 12:30p.m.	(1) Health Law Committee Meeting
10:15a.m. - 12:15p.m.	(2) Corporate Law Departments Committee Meeting (3) Franchise Law Committee Meeting
10:15a.m. - 1:15p.m.	(4) Corporations Committee Meeting (5) Insolvency Law Committee Meeting (6) Partnerships & Limited Liability Companies Committee Meeting
12:00Noon - 1:30p.m.	(7) Networking Luncheon Meet with colleagues and speakers and begin a productive Spring Meeting experience. This event is complimentary to all PAID registrants. Please confirm your attendance by checking the appropriate box on the registration form.
12:00Noon - 6:00p.m.	Spring Meeting Audio Clinic
1:45p.m. - 3:00p.m.	(8) Alternative Dispute Resolution Committee Meeting (9) Cyberspace Law Committee Meeting (10) Financial Institutions Committee Meeting (26) Insurance Law Committee Meeting
2:30p.m. - 4:30p.m.	CLE Forum: Business Law Pro Bono & Public Service: Setting up a Model Program and Adding to the Bottom Line (Sponsored by the Pro Bono Committee of the ABA Section of Business Law)

3:15p.m. - 4:15p.m.

(11) Non-Profit Organizations Committee Meeting

(12) Uniform Commercial Code Committee Meeting

**(13) MCLE: Your Client Wants to be a Franchisor or Franchisee -
What Do You Do Now?**

Sponsored by: The Franchise Law Committee

MCLE: 1 Hour

Designed for the non-franchise specialist, this overview of franchise law and related business considerations will cover many of the concerns and questions your clients may raise as they contemplate entering franchising, either as a Franchisee or a Franchisor. Topics include legal elements of a franchise, the structure of Federal and California franchise regulation, negotiability of Franchise Agreements, questions for Franchisees to ask before they buy, business/legal elements in the decision to become a Franchisor and questions for you to ask your clients.

Speakers: **David E. Holmes**, Holmes & Loftstrom, LLP
Martin D. Fern, Luce, Forward, Hamilton & Scripps, LLP

(14) MCLE: Health Care in the News: Legal Violation or Feeding Frenzy?

Sponsored by: The Health Law Committee

MCLE: 1 Hour

The health care industry has recently provided a number of highly publicized examples of alleged violations of law and abuses of public trust. Should the reports of suspected illegal activity cause people to question the integrity of their providers or the delivery system in general? Do popular reports gloss over legal requirements in pursuit of a good story? Using the health care industry as an example, this program examines prosecutions or the institution of civil actions in cases where the practices complained of are short of illegal yet capture the attention of the government and public.

Moderator: **Carol K. Lucas**, Fulbright & Jaworski

Speakers: **Jim Lott**, Executive Vice President, Hospital
Association of Southern California
Mitchell J. Olejko, Morrison & Foerster, LLP

6:00p.m. - 7:30p.m.

(15) Cocktail Reception for All Attendees (BLS and ABA)

Complimentary hors d'oeuvres and no-host Cocktails; please confirm your attendance on the registration form.

SATURDAY, APRIL 5, 2003

7:00a.m. - 8:00a.m.

(16) Continental Breakfast

Complimentary to all PAID Registrants; please confirm your attendance on the registration form.

7:00a.m. - 5:00p.m.

Registration & Exhibits

8:00a.m. - 10:00a.m.

(17) Hot Spots for Corporate Internet Liability

Sponsored by: The Cyberspace Law Committee

MCLE: 2 Hours

The Internet; there is no escaping it in today's business environment. However, by incorporating the internet into a company's business practice, liability waits in the wings. A seasoned panel of cyberspace lawyers will discuss the current pressing issues in internet liability. The panel will particularly focus on the timely topic of privacy, including internet privacy policies and acceptable use of information. The panel will also discuss potential corporate liability due to employees' downloading infringing content such as songs and movies, and whether the Digital Millennium Copyright Act provides potential relief. The panel will also discuss the intricacies of personal jurisdiction in internet related disputes.

Speakers: **Scott M. Hervey**, Weintraub Genshea
Chediak & Sproul
Sue Krenek, Howard Rice Nemerovski Canady
Falk & Rabkin
Rufus Pichler, Morrison & Foerster, LLP

(18) Drafting Arbitration Clauses

Sponsored by: The Alternative Dispute Resolution Committee

MCLE: 2 Hours

In light of the newly enacted arbitration legislative package, the rules promulgated by the Judicial Council, several court decisions, and some negative articles in the media, the drafting of arbitration clauses has become a procedural thicket. We have some ideas to help you wade through the thicket.

Speakers: **Paul J. Dubow**, Law Offices of Paul J. Dubow
Charles E. Rumbaugh, ADR Offices of
Charles E. Rumbaugh

(19) MCLE: Fiduciary Duties in Partnerships and LLCs and How to Waive Them

Sponsored by: The Partnerships and LLC's Committee

MCLE: 2 Hours

a. What fiduciary duties apply to partners and LLC members under California and Delaware law? This will include case law examples in various factual settings and with various forms of entities; b. The various ways the duties, and the means of waiving them, are laid out in respective state statutes (including how the duties are defined in RUPA, how they are dragged into California LLCs in both manager-managed and member-managed context, what is required for California waiver and why Delaware waiver is easier); c. Practical drafting tips for effective waivers.

Speakers: **Edward Gartenbergof**, Thelen, Reid and Priest, LLP
Stephen I. Halper, General Counsel Associates, LLP
Jugjit ("Jack") Singh Johal, Trainor Robertson

8:00a.m. - 6:00p.m.

Spring Meeting Audio Clinic

9:00a.m. - 10:00a.m.

(20) MCLE: Ethics of Income or Non-Equity Partners

Sponsored by: The Partnerships and LLC's Committee

MCLE: 1 Hour, Includes .5 Hour Legal Ethics

Increasingly law firms are adopting an equity/nonequity structure for their partners. What does it mean to be a non-equity partner. Does California law recognize a partner with no capital contributions or share of profits and losses. Would we advise a client to designate or call an employee a partner. How have other states treated non-equity partners.

Speaker: **Philip L. Jelsma**, Luce, Forward, Hamilton & Scripps, LLP

10:15a.m. - 12:15p.m.

(21) Keep to the Straight and Narrow: Walking the Ethical Path through Bankruptcy

The three speakers, Federal Bankruptcy and Appellate Judge Samuel Bufford, U.C. Davis Law Professor John Ayer, and Morrison & Foerster senior partner Adam Lewis, will present a program geared toward practitioners of all levels with and without experience in bankruptcy. The program focuses broadly upon the intersection of bankruptcy and ethics. The topics to be addressed will include the permissible limits of bankruptcy planning and pre-Chapter 11 issues; the movement of assets to offshore trusts; "noisy withdrawal" and conflict between State law and the Sarbanes-Oxley Act; the representation of multiple clients in a bankruptcy case and considerations from engagement through the completion of representation; Bankruptcy Rule 2014, conflict checking, and required disclosures and penalties for failure to comply; and the current status of revised Federal Rule of Civil Procedure 11. Sponsored by: The Insolvency Law Committee

MCLE: 2 Hours, Includes 1 Hour Legal Ethics

Speakers: **Hon. Samuel Bufford**, Federal Bankruptcy & Appellate Judge
Professor John Ayer, U.C. Davis School of Law
Adam Lewis, Morrison & Foerster, LLP

(22) Ethical and Practical Considerations in Preparing Opinions Under Revised Article 9 of the Uniform Commercial Code

Sponsored by: The Uniform Commercial Code Committee

MCLE: 2 Hours, includes 1 Hour Legal Ethics

This program features 3 panelists who are members of the UCC Committee's Opinion Report subcommittee which has just completed the new UCC Opinion Report for the Business Law Section. The panel will discuss when it is appropriate to request revised Article 9 perfection, enforceability and priority opinions, when it is appropriate to opine on the laws of another state under the new perfection rules of revised Article 9, implied opinions (qualifications, inferences and assumptions) and ethical considerations in determining the scope of opinions and in preparing opinion letters.

Speakers: **Martin M. Fleisher**, Sedgwick, Detert, Moran & Arnold, LLP
Pamela Martinson, Cooley Godward, LLP
Peter Munoz, Reed Smith

(23) Personal Liability for In-House Legal Opinions - Is it Worth the Risk?

The panelists intend to explore basic principles involved in issuing legal opinions to third parties, the ABA's guidelines on opinions as applied to in-house counsel and the risks in-house counsel take when issuing a legal opinion.

Sponsored by: Corporate Law Departments Committee

MCLE: 2 Hours, includes 1 Hour Legal Ethics

Speakers: To Be Announced

(24) Recent Developments in Corporate Governance for the California Lawyer

Sponsored by: The Corporations Committee

MCLE: 2 Hours

This program will address specifics arising under post-Enron legislation and rules including the Sarbanes-Oxley Act of 2002, NYSE and NASD listing rules, California's own AB 55, etc."

Speakers: **David S. Caplan**, Brooks & Raub, P.C.
Steven K. Hazen, Kelly, Drye, & Warren, LLP
Stewart Laughlin McDowell, Gibson, Dunn & Crutcher, LLP

12:15p.m. - 1:30p.m.

(25) Luncheon Program

Tickets: \$30 per person

Please confirm your attendance by checking the appropriate box on the registration form.

MCLE: 1 Hour Prevention, Detection and Treatment of Substance Abuse and Emotional Distress Credit

Thriving: Coping Successfully with the Stress of Legal Practice

Coping successfully with the stress of legal practice sometimes requires changing the way you perceive your life and work. New approaches to addressing substance abuse and emotional distress in the legal profession will also be discussed

Speaker: **Richard P. Carlton**, MPH, Deputy Director, Lawyer Assistance Program, The State Bar of California

(27) MCLE: The SEC's Attorney Conduct Rule Under the Sarbanes-Oxley Act of 2002

Sponsored by: The Corporations Committee

MCLE: 1.25 Hours

The evolution of the SEC's attorney conduct rule under Section 307 of Sarbanes-Oxley, the current status of the rule, including developments on "noisy withdrawal," and the effect the Rule will have on securities and corporate practitioners.

Moderator: **James F. Fotenos**, Greene, Radovsky, Maloney & Share, LLP

Speakers: **Marshall L. Small**, Morrison & Foerster, LLP
Timothy G. Hoxie, Heller Ehrman White & McAuliffe, LLP

1:45p.m. - 3:45p.m.

(28) MCLE: Providing a California Perspective on Financial Privacy

Sponsored by: The Consumer Financial Services Committee and the Financial Institutions Committee

MCLE: 2 Hours

This session will discuss the effects of the federal, state and local activity on financial privacy and why California's consumers may enjoy increased standards of protection.

Speakers: To Be Announced

1:45p.m. - 4:15p.m.

(29) MCLE: Foreign Corporations Doing Business in California: The Impact of California's Psuedo Foreign Corporation Statute and California's New Corporate Disclosure Law

Sponsored by: The Corporations Committee

MCLE: 2.5 Hours

The panel will examine (i) Corp. Code § 2115 which treats certain foreign corporations doing business in California as "California corporations" for purposes of applying numerous statutory provisions otherwise only applicable to domestic corporations; and (ii) the impact of California's new corporate disclosure law on foreign corporations doing business in California

Speakers: **James Walther**, Mayer, Brown, Rowe & Maw
Brian McAllister, Morrison & Foerster, LLP
Additional Speakers To Be Announced

3:15p.m. - 4:15p.m.

(30) MCLE: Effects of Bankruptcy on Insurance Coverage

Sponsored by: The Insurance Law Committee

MCLE: 1 Hour

Speakers: To Be Announced

(31) MCLE: Is There an Ethical Duty to Advise Transactional Clients Regarding ADR Provisions?

Sponsored by: The Alternative Dispute Resolution Committee

MCLE: 1 Hour

Does an attorney owe a duty to its transactional client to discuss adding a provision in contracts for resolving disputes (an ADR provision)? What should the provision contain? Should it only provide for arbitration, or should it include, in addition, mediation?

Speakers: **Gerald F. Phillips**, Phillips Salmon & Stein
Charles Rumbaugh, ADR Offices of Charles E. Rumbaugh
Kenneth M. Weinman, Law Offices of Kenneth M. Weinman

4:30p.m. - 5:30p.m.

(32) MCLE: Insurance Company Insolvency: What Does it Really Mean to the Policy Holder and Creditor?

Sponsored by: The Insolvency Law Committee

MCLE: 1 Hour

Moderator: **Barry Leigh Weissman**, Alshuler, Grossman, Stein, & Kahan

Speakers: **Pat McDonough**, Howrey Simon Arnold & White, LLP
Mark Richelson, Supervising Deputy Attorney General, California Department of Justice,
Thomas J. Welsh, Orrick, Herrington & Sutcliffe, LLP

5:00p.m. - 7:00p.m.

(33) Cocktail Reception for All Attendees

Complimentary hors d'oeuvres and no-host Cocktails; please confirm your attendance on the registration form.

SUNDAY, APRIL 6, 2003

7:30a.m. - 12:15p.m.

Registration & Exhibits

8:30a.m. - 12:00Noon

Spring Meeting Audio Clinic

9:00a.m. - 10:15a.m.

(34) Continental Breakfast

Complimentary to all PAID Registrants; please confirm your attendance on the registration form.

10:15a.m. - 12:15p.m.

(35) Corporate Governance for Non-profits

Sponsored by: The Non-Profit Organizations Committee

MCLE: 2 Hours

The duties of directors and officers of nonprofit corporations

Speakers: **Louis E. Michelson**, Law Offices of Louis E. Michelson
Lawrence M. Lebowsky, Law Offices of Lawrence M. Lebowsky

(36) Analyzing Financial Statements For The Not So Solvent Small Business

Sponsored by: Education Committee

MCLE: 2 Hours

During this session the speaker will present a methodology for analyzing the balance sheet, income and profit and loss statements, cash flow and net worth of a small business entity. Discussion will include a comparison of partnership, corporation and sole- proprietorship financial reporting, together with an overview of financial versus tax accounting. Analysis will focus on the ability of a not so solvent small business to obtain financing and the use of both business and personal assets.

Speaker: **Elaine Leadlove-Plant**, Attorney at Law, Alameda

Conference Adjourns

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CORPORATE GOVERNANCE AND ETHICS

PRESENTED BY THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA IN CONJUNCTION WITH THE AMERICAN BAR ASSOCIATION SECTION OF BUSINESS LAW'S ANNUAL SPRING MEETING

REGISTRATION:

Pre-registration deadline: March 28, 2003

Registration fees are \$295 for members of the Business Law Section and \$350 for non-members. Your registration fee includes all education sessions, program materials, Saturday and Sunday continental breakfasts, Friday's luncheon and the Friday evening reception. The non-member registration fee also includes complimentary enrollment in the Business Law Section.

Please return the Program Registration and the Course Selector forms to:

Program Registrations
State Bar of California
180 Howard Street
San Francisco, CA 94105
Fax: (415) 538-2368

AMERICAN BAR ASSOCIATION:

This year we have coordinated our Section Spring Meeting to coincide with the Spring Meeting of the American Bar Association's Section of Business Law. The ABA's Business Law Spring Meeting will also be held in Century City, at the Century Plaza Hotel and the St. Regis Los Angeles Hotel, just a short walk from the Park Hyatt. We have planned reciprocal arrangements pursuant to which registrants at either Spring Meeting will be permitted to attend committee meetings, educational programs and social events sponsored by the other organization without paying a separate registration fee.

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For additional information on the Spring Meeting of the American Bar Association's Section of Business Law, visit <http://www.abanet.org/buslaw/2003springmeeting>

REGISTRATION INFORMATION:

For registration information, please call Program Registrations at (415) 538-2508

PROGRAM CONTENT INFORMATION

For program content information, please call the Business Law Section at (415) 538-2570.

SPECIAL ASSISTANCE:

If you require special assistance, please call (415) 538-2585.

CANCELLATIONS:

A refund (less a non-refundable fee of \$50) will be made for all registration and/or ticket cancellations received in writing by March 28, 2003. No refunds will be made for cancellations after that date.

HOTEL RESERVATIONS:

Each registrant is responsible for his or her own hotel reservation. A block of rooms has been reserved at the Park Hyatt Los Angeles at the group rate of \$189 single or double occupancy per night plus tax. To make reservations, please complete the enclosed reservation form or contact the hotel directly at (310) 277-1234 or (800) 233-1234 by March 14, 2003. One night's deposit (check or credit card) is required to guarantee your room. Be sure to identify yourself as part of the State Bar of California Business Law Spring Meeting to confirm the special group rate. Reservations made after March 14, 2003 will be accommodated on a space available basis at the group rate.

AIRLINE RESERVATIONS:

The State Bar of California has a discount program with United Airlines. To make reservations or for additional information, please call the United Group Meeting desk at (800) 521-4041 and refer to the group file number 550QX.

CHILD CARE:

There are a variety of child care options available at the Park Hyatt Los Angeles. Please call the Concierge at (310) 277-1234 for additional information and to make advance reservations.

4TH ANNUAL SPRING MEETING – CORPORATE GOVERNANCE AND ETHICS

PRESENTED BY THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA IN CONJUNCTION
WITH THE AMERICAN BAR ASSOCIATION SECTION OF BUSINESS LAW'S ANNUAL SPRING MEETING

Pre-Registration Deadline:
March 28, 2003

2 Ways to Register! (Please keep a copy of your forms.)

1. Fax: Complete the register and the Course Selector form and Fax to Program Registrations (415) 538-2368 – Credit Card Registrations Only.
Please do not mail the original.
2. Mail: Complete the registration and the Course Selector forms and return them to: Program Registrations, The State Bar of California, 180 Howard Street,
San Francisco, CA 94105

Name: _____ Bar Number: _____

Address: _____

City, State, Zip: _____

Phone: _____ Fax: _____ Email: _____

BADGE INFORMATION:

First Name or Nickname (as you wish it to appear on your badge): _____
(Limited to 20 Characters Including Spaces)

Firm Name: _____

Spouse/Guest Name: _____

NOTE: Your name may be released to other attendees

☐ I will need vegetarian meals

In-House Counsel? ☐ Yes ☐ No Number of Years in Practice _____ Principal Practice Areas _____ Size of Firm _____

REGISTRATION FEES

	Until March 28	After March 28	Total Cost
<input type="checkbox"/> Business Law Section Member	\$295	\$325	= _____
<input type="checkbox"/> Non-Section Member	\$350*	\$380*	= _____

* Non-Section Member fee includes complimentary enrollment in the Business Law Section for the year 2003.

TICKETED EVENTS

Friday, April 4, 2003

- ☐ (7) Networking Luncheon
(No additional fee for PAID Registrants) _____ I will attend
- ☐ (37) Networking Luncheon – Guests _____ @ \$25 Each = _____
- ☐ (15) Cocktail Reception (No additional fee for PAID Registrants and their guests)
_____ I will attend _____ Number in my Party

Saturday, April 5, 2003

- ☐ (16) Continental Breakfast (No additional fee for PAID Registrants and their guests)
_____ I will attend _____ Number in my Party
- ☐ (25) Luncheon Program _____ @ \$30 Each = _____
- ☐ (33) Cocktail Reception (No additional fee for PAID Registrants and their guests)
_____ I will attend _____ Number in my Party

Sunday, April 6, 2003

- ☐ (34) Continental Breakfast (No additional fee for PAID Registrants and their guests)
_____ I will attend _____ Number in my Party

TOTAL AMOUNT ENCLOSED OR TO BE CHARGED = \$ _____

PAYMENT METHOD Registration fees may be paid by check, VISA or MasterCard. No other credit cards will be accepted. Make checks payable to the State Bar of California.

☐ VISA ☐ MasterCard

Account Number: _____ Expiration Date: _____

Cardholder's Name: _____ Cardholder's Signature: _____

COMMITTEE MEETING & MCLE COURSE SELECTOR

(Return this form and the Program Registration form to Program Registrations)

Your Name: _____

Your Bar Number: _____

Check appropriate boxes below for the programs you wish to attend. Retain a copy for your records.

Sign up for the ticketed event program s on Registration Form.

COMMITTEE MEETING SELECTOR:

(Committee meetings are open to all attendees who wish to attend)

FRIDAY, APRIL 4, 2003

9:30a.m. - 12:30p.m. ☐ (1) Health Law Committee Meeting

10:15a.m. - 12:15p.m. ☐ (2) Corporate Law Departments
Committee Meeting
☐ (3) Franchise Law Committee Meeting

10:15a.m. - 1:15p.m. ☐ (4) Corporations Committee Meeting
☐ (5) Insolvency Law Committee Meeting
☐ (6) Partnerships & Limited Liability
Companies Committee Meeting

1:45p.m. - 3:00p.m. ☐ (8) Alternative Dispute Resolution
Committee Meeting
☐ (9) Cyberspace Law Committee
Meeting
☐ (10) Financial Institutions Committee
Meeting
☐ (26) Insurance Law Committee Meeting

3:15p.m. - 4:15p.m. ☐ (11) Non-Profit Organizations
Committee Meeting
☐ (12) Uniform Commercial Code
Committee Meeting
☐ (13) MCLE: Your Client Wants to be a
Franchisor or Franchisee - What Do
You Do Now?
☐ (14) MCLE: Health Care in the News:
Legal Violation or Feeding Frenzy?

SATURDAY, APRIL 5, 2003

8:00a.m. - 10:00a.m. ☐ (17) MCLE: Hot Spots for Corporate
Internet Liability
☐ (18) MCLE: Drafting Arbitration Clauses
☐ (19) MCLE: Fiduciary Duties in
Partnerships and LLCs and How to
Waive Them

9:00a.m. - 10:00a.m. ☐ (20) MCLE: Ethics of Income or
Non-Equity Partners

10:15a.m. - 12:15p.m. ☐ (21) MCLE: Keep to the Straight and
Narrow: Walking the Ethical Path
through Bankruptcy
☐ (22) MCLE: Ethical and Practical
Considerations in Preparing
Opinions Under Revised Article 9
of the Uniform Commercial Code
☐ (23) MCLE: Personal Liability for In-
House Legal Opinions - Is it Worth
the Risk?
☐ (24) MCLE: Recent Developments in
Corporate Governance for the
California Lawyer

1:45p.m. - 3:00p.m. ☐ (27) MCLE: The SEC's Attorney Conduct
Rule Under the Sarbanes-Oxley
Act of 2002

1:45p.m. - 3:45p.m. ☐ (28) MCLE: Providing a California
Perspective on Financial Privacy

1:45p.m. - 4:15p.m. ☐ (29) MCLE: Foreign Corporations Doing
Business in California: The Impact
of California's Psuedo Foreign
Corporation Statute and California's
New Corporate Disclosure Law

2:00p.m. - 3:45p.m. ☐ (32) MCLE: Insurance Company
Insolvency: What Does it Really
Mean to the Policy Holder and
Creditor?

3:15p.m. - 4:15p.m. ☐ (30) MCLE: Effects of Bankruptcy on
Insurance Coverage
☐ (31) MCLE: Is There an Ethical Duty to
Advise Transactional Clients
Regarding ADR Provisions?

SUNDAY, APRIL 6, 2003

10:15a.m. - 12:15p.m. ☐ (35) MCLE: Corporate Governance for
Non-profits
☐ (36) MCLE: Analyzing Financial
Statements for the Not so Solvent
Small Business

4TH ANNUAL SPRING MEETING

PRESENTED BY THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA IN CONJUNCTION
WITH THE AMERICAN BAR ASSOCIATION SECTION OF BUSINESS LAW'S ANNUAL SPRING MEETING

Reservation Deadline: April 9, 2002

Reservations made after this date will be accommodated on a space available basis at the group rate.

Group Rate: \$189 Single/Double Occupancy, Plus 10% Tax
Check In: 4:00p.m.
Check Out: 12:00Noon

3 Ways to make a reservation:

Fax: Fax this form along with your credit card information for one night's deposit to Everett Llarenas, Reservations Manager (310) 785-9240 (Fax)

Mail: Mail this form to Everett Llarenas, Reservations Manager, Park Hyatt Los Angeles, 2151 Avenue of the Stars, Los Angeles, CA 90067

Phone: Call the Reservations Department directly at (310) 277-1234 or (800) 233-1234.

Name: _____

Company Name: _____

Address: _____

City: _____

State: _____ Zip: _____

Phone Number: _____

Arrival Date: _____

Est. Arrival Time: _____

Departure Date: _____

Number of Occupants: _____

☐ Smoking

☐ Non-Smoking

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Please enclose first night's deposit. Make check payable to the Park Hyatt Los Angeles, or indicate major credit card, which will be used to guarantee a one- night deposit.

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4TH ANNUAL SPRING MEETING CORPORATE GOVERNANCE AND ETHICS

PRESENTED BY THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA IN CONJUNCTION
WITH THE AMERICAN BAR ASSOCIATION BUSINESS LAW SECTION'S ANNUAL SPRING MEETING



APRIL 3-6, 2003

PARK HYATT LOS ANGELES (CENTURY CITY)
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LOS ANGELES, CA 90067